

KELIBER OY

CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD

1. GENERAL

The general meeting of Keliber Oy (the “**Company**”) has approved this charter of the shareholders' Nomination Board as a part of the corporate governance system of the Company on 18. June 2018.

The Nomination Board adheres to applicable legislation and other applicable rules.

The contents of this charter will be evaluated at least annually and, if necessary, will be updated and the General Meeting of shareholders will approve the updated charter.

The task of the Nomination Board is to prepare the proposals to the General Meeting concerning the election and remuneration of the members of the Board of Directors and for ensuring that the Board of Directors and its members have a sufficient level of knowledge and experience for the needs of the Company.

The members of the Nomination Board shall not receive compensation for their membership on the board. The travel costs of the members will be compensated in accordance with the travel policy of the Company.

This charter of the Nomination Board regulates the election and the composition of the board and defines the tasks and areas of responsibilities belonging to the Nomination Board.

2. ELECTION AND COMPOSITION OF THE NOMINATION BOARD

The Nomination Board shall consist of six members. Representatives nominated by the five largest shareholders (taking into account also indirect shareholdings) together with the chairperson of the Board of Directors, as the expert member, without decision-making rights comprise the Nomination Board.

The right to nominate the members representing the shareholders shall vest with the five shareholders that have the largest share of the votes of the shares of the Company (taking into account also indirect shareholdings) according to the shareholders' register held by the Company on the 1st September preceding the General Meeting. The chairperson of the board shall request each of the five largest shareholders based on the thus determined ownership to nominate a member to the Nomination Board.

In the event that a shareholder does not wish to use the right to appoint, the right to appoint shall be transferred to the next largest shareholder in the Company's shareholders' register, who would otherwise not have a right to appoint a member. If two or several shareholders have an equally large ownership and it is not possible to nominate a representative of both or all of such shareholders to the Nomination Board, the right to nominate a member shall be decided by drawing lots.

The Chairman of the Board of Directors convenes the first meeting of the Nomination Board, until the Nomination Board elects a chairperson amongst its members. The Nomination Board will continue to convene meetings by invitation from its chairperson.

The Nomination Board has been established for an indefinite term. The term of the office of the members of the Nomination Board shall cease at the conclusion of the Annual General Meeting following the appointment of the members.

In the event a shareholder has divested more than half of its shareholding determined as per the 1 September, and as result of the divestment no longer falls under the ten largest shareholders of the Company, the representative nominated by such shareholder shall be obliged to resign.

The Nomination Board may appoint a new member to replace a prematurely vacated seat and the Nomination Board shall appoint new members if the number of Nomination Board members decreases to less than three during a term. The Nomination Board shall offer the vacated seats to those shareholders (in size order, based on the votes conferred by all shares in the Company) that have not nominated a member to the Nomination Committee. The size order shall be determined based on the ownership details recorded in the shareholder register of the Company on the date of when the request to nominate a member was presented.

The Nomination Board has been established for an indefinite term. The term of the office of the members of the Nomination Board shall cease at the conclusion of the Annual General Meeting following the appointment of the members.

3. TASKS OF THE NOMINATION BOARD

The Shareholders' Nomination Board is the Company's shareholders' body responsible for preparing the proposals to the General Meeting concerning the election and remuneration of the members of the Board of Directors.

The tasks of the Nomination Board are:

- to prepare and present to the General Meeting a proposal on the remuneration of the members of the Board of Directors;
- to prepare and present to the General Meeting a proposal on the number of members of the Board of Directors;
- to prepare and present to the General Meeting a proposal on the members and chairperson of the Board of Directors;
- to seek prospective successor candidates for the members of the Board of Directors; and
- to prepare and present for board approval the principles concerning the diversity of the Board of Directors.

4. DECISION-MAKING

The Nomination Board shall have a quorum when more than half of its members are present. No decision shall be made unless all members have been given timely opportunity to participate in the meeting and in the consideration of the matter.

All decisions of the Nomination Board shall be unanimous. If a unanimous decision cannot be reached, the members shall present their proposals to the General Meeting individually or together with other members of the Nomination Board.

All decisions of the Nomination Board must be recorded in minutes of meeting. The minutes shall be dated, numbered and be kept in a reliable manner. The Chairman of the Nomination Committee together with at least one other member of the Nomination Committee shall sign the minutes.

5. TASKS OF THE CHAIRMAN OF THE NOMINATION BOARD

The Chairman of the Nomination Board shall direct the work of the Nomination Board in order to efficiently achieve the goals set for it, taking into account the expectations of the shareholders and the Company's benefit.

The Chairman of the Nomination Board:

- convenes and chairs the meetings of the Nomination Board, prepares the agenda and meeting materials and chairs the meeting;
- monitors that the scheduled meetings of the Nomination Board are held according to schedule; and

- convenes extra meetings as needed and in any event within 14 days of a request presented by a member of the Nomination Board.

6. PREPARATION OF THE PROPOSAL CONCERNING THE COMPOSITION OF THE BOARD OF DIRECTORS

The Nomination Board prepares proposals to be presented to the Annual General Meeting of Shareholders on the composition of the Board of Directors. However, irrespective of this, any shareholder of the Company may also make proposals directly to the General Meeting of Shareholders.

The Nomination Board shall take into account that each board member shall have the competence and possibility to allocate sufficient time required by the tasks of the board members. The composition of the board and number of board members shall enable the board to handle its work efficiently.

The long-term needs and successor planning should be taken into account when preparing the composition of the Board of Directors. The nomination committee may also use external experts to find and assess appropriate candidates, subject to the Company-approved costs.

The Nomination Board is entitled to receive, in confidence, information on the independence of the candidates (or, in the case of new candidates, on any factors that may affect their in-dependence), and on the findings of the evaluations concerning the board of directors' performance, insofar as they may be relevant when planning the composition of the board of directors.

7. QUALIFICATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company shall have sufficient expertise, knowledge of and competence in the Company's field of business and industry. The Board of Directors shall collectively have sufficient knowledge of and competence in particular in relation to:

- matters relating to the Company's business activities and industry;
- the management of a Company of corresponding size;
- group financial statements and financial reporting;
- strategy and corporate acquisitions;
- internal control and risk management; and
- corporate governance.

8. PROPOSALS TO THE GENERAL MEETING OF SHAREHOLDERS

The Nomination Board shall present its proposals to the Board of Directors at the latest on 31 January preceding the Annual General Meeting. Proposals to an Extraordinary General Meeting shall be submitted to the Board of Directors of the Company in sufficient time for it to be included in the notice to the General Meeting.

The Nomination Board shall present its proposals concerning the nominations and remuneration of the board members to the Annual General Meeting.

9. CONFIDENTIALITY

The Nomination Board members and shareholders they represent shall keep the information regarding the proposals to the Annual General Meeting confidential until the final decision has been made by the Nomination Board and published by the Company.

The confidentiality obligation of the Nomination Board members and shareholders they represent also extends to confidential information obtained in connection with the activities of the Nomination Board and shall apply to such information until the Company has made it public.

The Chairman of the Nomination Board may, if deemed needed, recommend to the Board of Directors of the Company that the Company should enter into non-disclosure agreement with the shareholder or with its representative.

10. AMENDMENTS TO THE CHARTER

The Nomination Board shall review this charter annually and propose possible changes, e.g. concerning the number of members in the Nomination Board or the process for electing the members, for approval to the General Meeting. The Nomination Board is authorized to make necessary technical updates and amendments to this charter.

If a due date referenced in this charter is not a business day, the charter shall be interpreted to refer to the last business day preceding that date.

This Charter has been drafted in both Finnish and English language versions. In the event of any discrepancies, the Finnish language version shall prevail.